

BYLAWS

of the

Powder Pass Nordic Club

ARTICLE I

NAME & PURPOSE

Section 1.01. Name. The name of the organization is Powder Pass Nordic Club, hereby referred to as the Club.

Section 1.02. Purpose. The purpose of the Club is to promote non-motorized winter recreation on the southern Bighorn National Forest; to provide consistent trail maintenance and packing at Willow Park Nordic Ski Area; to provide consistent maintenance, packing and grooming of trails at Pole Creek X-Country Ski Trails; to provide monitoring of trail usage in the non-motorized, non-maintained area known as Powder Pass 449. This organization promotes Nordic skiing and snowshoe activities that encourage camaraderie while fostering an awareness of safe winter recreation and stewardship of the land.

Section 1.03. Agreements. This organization operates with cooperation, assistance and supervision from the United States Department of Agriculture Forest Service, Bighorn National Forest, Powder River Ranger District. This organization shall have the right to take any action not specifically precluded by agreements with the Powder River Ranger District, applicable local, state or federal law, or these bylaws.

ARTICLE II

MEMBERS

Section 2.01. Qualifications. Membership may be granted to any individual that supports the mission and purposes of the organization, through attendance at meetings, volunteer service, donation, or participation in Club events. Members shall have no voting rights.

Section 2.02. Membership Term. The membership year begins on April 1 and ends on March 31 of the following year.

ARTICLE III

AUTHORITY AND DUTIES OF OFFICERS & DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Club by law.

Section 3.02. Number, Selection, and Tenure. The Board of Directors shall serve without compensation or financial gain and shall consist of four (4) officers and three (3) appointees. Each member of the Board shall hold office for a term of two (2) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. A member of the Board elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 3.03. Officers. The officers of the Club shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 3.04. Appointment of Officers; Terms of Office. The officers of the Club shall be nominated from the membership (Section 2.01) and will be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. Terms of office will be two (2) years. The term shall begin in April and end in March of the second year of service. Officers may serve consecutive terms. Terms will be staggered to ensure continuity of service.

Section 3.05. President. The President shall be the general executive officer of the Club and will preside at all meetings of the Board of Directors.

Section 3.06. Vice-President. The Vice-President shall be a director of the Club and will preside at meetings of the Board of Directors in the absence of or request of the President.

Section 3.07. Secretary/Treasurer. The Secretary shall be a director of the Club and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose.

Section 3.08. Treasurer. The Treasurer shall report to the Board of Directors at each regular meeting on the status of the Council's finances.

Section 3.09. Appointees. Appointees will be nominated from the membership and will include the Trails Coordinator. The officers will elect the appointees by majority vote.

Section 3.10. Resignation. Resignations are effective upon receipt by the Secretary of the Club of written notification.

ARTICLE IV MEETINGS

Section 4.01. Meetings. The Board of Directors shall hold at least seven (7) regular meetings per calendar year. Meetings are open to the public and will take place once per month beginning in October and concluding in April of the following year. Meetings will generally be held on the third Thursday of the month at 1415 Fort Street, Buffalo, WY 82834. However, monthly meetings may be held at such dates, times and places as the Board shall determine, with at least three (3) days advance notice.

Section 4.02. Special Meetings. Special meetings shall be at such dates, times and places as the Board shall determine. Advanced notice of at least three (3) days will be given prior to any special meetings in order for voting to take place.

Section 4.03. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 4.04. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

ARTICLE V DISSOLUTION

In the event the Club should disband all holdings and assets will become the property of the United States Department of Agriculture Bighorn National Forest, Powder River Ranger District. No member of the Club or the Board of Directors shall profit from the disbandment.

ARTICLE VI AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken pursuant to Section 4.01 or 4.02, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 4.04.